

RECORDATION NO. 29523 FILED

NOV 02 '10 -1 00 PM

SURFACE TRANSPORTATION BOARD

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November 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of November 2, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Tucker, Georgia 30084

Lessee: Rail Trusts Equipment, Inc.
1661 Beach Blvd.
Jacksonville, Florida 32250

Chief
Section of Administration
November 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 EMD GP9RM locomotive: RTEX 4006, s/n A664.

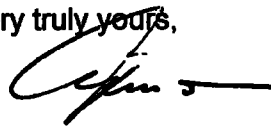
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Dated as of Nov. 2, 2010

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

RAIL TRUSTS EQUIPMENT, INC.
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at ____:____.M
Recordation Number _____

NOV 02 '10 -1 00 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT dated as of Nov. 2, 2010 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and RAIL TRUSTS EQUIPMENT, INC., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No. 18889-90000 dated as of September 8, 2010 and Schedule No. 90002 executed pursuant thereto dated as of October 18, 2010 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

RAIL TRUST EQUIPMENT, INC.

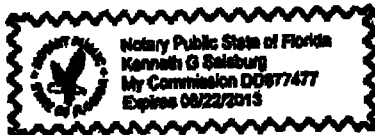
By: *Kent A. Gibbs*
Name:
Title:

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.:

On this 29th day of OCTOBER, 2010, before me the subscriber personally appeared KENT A. Gibbs, who being by me duly sworn, did depose and say: that (s)he is the President of Rail Trusts the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

Kenneth G. Salburg
NOTARY PUBLIC

My Commission Expires



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Carol Jones
Name: Carol Jones
Title: Sr. Vice President

STATE OF GEORGIA)

COUNTY OF Forsyth) ss.:

On this 29th day of October, 2010, before me the subscriber personally appeared Carol T. Jones, who being by me duly sworn, did depose and say: that (s)he is the Sr. Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

Celeste Brown
NOTARY PUBLIC

My Commission Expires:

CELESTE BROWN
NOTARY PUBLIC
Forsyth County
State of Georgia
My Comm. Expires Mar. 11, 2011

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 2010

Prev Mark	Prev Num	Curr Mark	Curr Num
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- 1 RTEK 4006, S/N A664 Rebuilt EMD GP9RM Locomotive; 4 axle; 1705 hp; 16-645C engine

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

11/2/10



Robert W. Alvord